

**ARTICLES OF INCORPORATION
OF
VOTER ACCESS INSTITUTE, INC.**

ARTICLE I

The organization shall be a corporation under the laws of the State of Georgia, under the corporate name of Voter Access Institute, Inc.

ARTICLE II

The object of this corporation is to promote the common good and general welfare through voter education, voter registration, voter access and other activities related to development of an informed and pro-active electorate.

ARTICLE III

The principal location(s) of the Corporation shall be in or near the City of Atlanta, in the State of Georgia. The initial registered office of the Corporation shall be One West Court Square, Suite 750, Decatur, Georgia 30033, and its initial registered agent at that location shall be Stacey Abrams.

ARTICLE IV

The general powers of this corporation shall be those now belonging, or which may hereafter be given, to corporations under the Georgia Nonprofit Corporation Code; to sue and be sued by the corporate name; to have and use a corporate seal; to acquire both real and personal property of any kind or character by purchase, exchange, gift, bequest, devise or will; to hold, use, invest, reinvest or otherwise deal in such property in any way and manner which will tend to maintain and promote the objectives of the

Corporation and to dispose of such property; to receive and hold trust and endowment funds and to carry out all trusts imposed by the donors; to make any and all contracts with reference to the acquisition, management, control, encumbrance, sale or disposition of its properties not contrary to the Georgia Nonprofit Corporation Code or the Internal Revenue Code as now or hereafter amended (the "Code"); to make loans and issue bonds and to secure such loans or bonds by mortgage, pledge or security or trust deed of the property of the Corporation, or by pledge of the income of the Corporation; to make and to change from time to time such by-laws as are not inconsistent with the Georgia Nonprofit Corporation Code or the Internal Revenue Code and to do all such acts as may be deemed necessary or best for the legitimate execution of its powers and the carrying out of its purposes.

ARTICLE V

The Corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than nine (9), including ex-officio directors, or such other numbers as the Board of Directors may determine by resolution, a majority of whom shall constitute a quorum for the transaction of business. The Board of Directors may create additional classes of non-voting directors.

The initial members of the Board of Directors are as follows:

Wanda Mosley
4687 Mason Road
Atlanta, Georgia 30349

Mae Pagett
173 East Mithoff Street
Columbus, Ohio 43206

Cyril A. Williams
9041 E Oglethorpe Highway
Midway, Georgia 31320

Directors shall serve until their successors are elected or appointed or until their earlier

resignation, retirement, removal or death. All additional provisions with respect to the Board of Directors shall be stated in the Bylaws or as provided by resolution.

ARTICLE VI

The Corporation is not organized and will not be operated for the pecuniary gain or profit of any individual. No part of the property or net earnings of the Corporation shall inure to the benefit of, or be distributed to, any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

The Corporation will qualify at all times as a social welfare organization exempt from federal income tax under section 501(c)(4) of the Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the Corporation is organized, and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under sections 501(a) and 501(c)(4) of the Code.

The Corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, and the Corporation shall not engage in any activities which would subject it to tax under section 4955 of the Code. The Corporation may seek legislation germane to the organization's programs and may further its exempt purposes through lobbying as its sole or primary activity.

ARTICLE VII

In the event of the dissolution of the Corporation, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed, or its assets sold and the proceeds distributed to one or more organizations organized and operating for the same or similar purposes for which the Corporation is organized and operating, or to one or more corporations, funds or organizations organized and operating exclusively to benefit social welfare or for charitable, scientific, literary, education, amateur athletic, or child or animal cruelty prevention purposes, which shall be selected by the members of the Board of Directors; provided, however, that any such recipient organization or organizations shall at that time be described in section 501(c)(3) or section 501(c)(4) of the Code. In the event that, for any reason, upon the dissolution of the Corporation the members of the Board of Directors of the Corporation fail to act in the manner herein provided within a reasonable time, the Chief Judge of the Superior Court of Fulton County shall make such distribution as herein provided upon the application of one or more persons having an interest in the Corporation or its assets.

ARTICLE VIII

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the Corporation then in office as permitted in the Georgia Nonprofit Corporation Code; provided, however, that no amendment may be made that would cause the Corporation to no longer be qualified as an exempt organization described in section 501(c)(4) of the Code; and provided

further, that any additional provisions describing the process of amendment with more specificity shall be as set forth in the Bylaws of the Corporation.

ARTICLE IX

To the extent allowed by law, no director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of duty of care or other duty within his or her official capacity except for liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for the types of liability set forth in the Georgia Nonprofit Corporation Code Sections 14-3-860 through 14-3-864; or (iv) for any transaction from which the director or officer derived an improper personal benefit.

To the extent allowed by law, no director, officer, employee or agent of the Corporation shall be individually or personally liable for corporate debts. No director or officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a director or officer of the Corporation; provided, that this provision shall eliminate or limit the liability of a director, officer, employer or agent only to the extent permitted from time to time by the Georgia Nonprofit Corporation Code.

Any repeal or modification of the provisions of this Article IX shall be prospective only, and shall not adversely affect any limitation on the personal liability of any director, officer, employee or agent of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification. In the event that any of the provisions of this Article IX are held by a court of competent jurisdiction to be

invalid, void, or otherwise unenforceable, the remaining provisions are severable, and shall remain enforceable to the fullest extent permitted by law.

Article X

The Corporation shall not have members and no person other than the members of the Board of Directors shall be entitled to vote on any matters.

* * * * *

These Articles of Incorporation were adopted by a majority of the Board of Directors by written consent dated the 21st day of July, 2014.

* * * * *

As provided in O.C.G.A. § 14-2-201.1, concurrent with delivery of these Articles of Incorporation to the Secretary of State, a Notice of Incorporation, as provided in O.C.G.A. § 14-3-202.1, along with the applicable publication fee, is being delivered to the publisher of the *Daily Report* with a request to publish such Notice for two consecutive weeks.



Signed: _____

Lauren Groh-Wargo
Treasurer and Chief Financial Officer
Voter Access Institute, Inc.

Dated: July 21, 2014

2014 JUL 22 PM 4:17
SECRETARY OF STATE
CORPORATIONS DIVISION



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
237 Coliseum Drive
Macon, Georgia 31217-3858
(404) 656-2817
sos.georgia.gov/corporations

**TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS**

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: kitty.cohen@sutherland.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

Voter Access Institute, Inc.

Corporate Name (List exactly as it appears in articles)

2.

Katherine Meyers Cohen

404-853-8262

Name of person filing articles (Certificate will be mailed to this person at address below.)

Telephone Number

Sutherland Asbill & Brennan, 999 Peachtree Street, NE, Suite 2300

Address

Atlanta

Georgia

30309

City

State

Zip Code

3. Mail the following items to the Secretary of State at the above address:

- 1) This transmittal form;
- 2) The Articles of Incorporation; and
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)

Signature of Authorized Person: Katherine Meyers Cohen

Date: 7/22/14

Print Name: Katherine Meyers Cohen

Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations

FORM 227

(Rev. 3/2014)